

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X-----  
In re : Chapter 11  
: Case No. 05-44481 (RDD)  
DELPHI CORPORATION, et al., :  
: (Jointly Administered)  
Debtors. :  
:-----X-----

**AFFIDAVIT OF SERVICE OF FINANCIAL BALLOTTING  
GROUP LLC OF MASTER BALLOTS  
ON VOTING NOMINEES**

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

Jane Sullivan, being duly sworn, deposes and says, under the penalty of perjury:

1. I am the Executive Director of Financial Balloting Group LLC (“FBG”), located at 757 Third Avenue, New York, New York 10017, the noticing and voting agent retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors” or “Delphi”) to assist with the service of solicitation packages on the holders of the Debtors’ public securities designated as voting securities, as listed in Exhibit A hereto (the “Voting Securities”). I am authorized to submit this certification on behalf of FBG. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. Christina Pullo, a Vice President of FBG, also assisted with the service described herein.

3. The Affidavit of Service of Financial Balloting Group LLC of  
Solicitation Packages on Holders of Public Securities was executed on June 23, 2009.

**Service of Master Ballots**

4. On June 25, 2009, I caused sufficient copies of the appropriate  
Master Ballots, coded MB-A through MB-F, to be delivered by overnight delivery  
service to the brokerage firms, banks, and agents (the “Voting Nominees”) identified in  
Exhibit B hereto. True and correct copies of the Master Ballots are annexed as Exhibit C  
hereto.

5. I also caused a letter of instruction to be transmitted with each  
delivery to a Voting Nominee. A true and correct copy of the letter of instruction is  
annexed as Exhibit D hereto.

**Records**

6. The names of the Nominees included in Exhibits B, and the  
number of customers represented by such Nominees were determined by following the  
usual and customary procedures employed in annual meetings and other solicitations  
involving debt and/or equity securities traded on one or more of the national exchanges.  
The Nominees holding the Debtors’ public securities were determined from the records  
of The Depository Trust Company.

I declare under penalty of perjury that the foregoing is true and correct to  
the best of my knowledge, information, and belief.

Jane Sullivan  
Jane Sullivan

SUBSCRIBED AND SWORN TO BEFORE ME  
this 29<sup>th</sup> day of June, 2009.

Diane M. Streany

Notary Public

DIANE M. STREANY  
Notary Public, State of New York  
No. 01ST5003825  
Qualified in Westchester County  
Commission Expires November 2, 2010

**Exhibit A**

<b>Debtors' Public Securities</b>	<b>CUSIP Number</b>
<b>Voting Securities:</b>	
6 1/2% Notes due 2009, dated April 28, 1999	247126 AB 1
7 1/8% Notes due 2029, dated April 28, 1999	247126 AC 9
6.55% Notes due 2006, dated May 31, 2001	247126 AD 7
6.50% Notes due 2013, dated July 22, 2003	247126 AE 5
8 1/4% Adjustable Rate Junior Subordinated Note, due 2033	247126 AF 2
6.197% Junior Subordinate Noted, due 2033	247126 AG 0

**Exhibit B**

American Enterprise (0216)  
Attn: Rebecca Strand or Proxy Mgr  
2178 Axp Financial Center  
Minneapolis, MN 55474

Ameriprise (0756)  
Attn: Mike Kohler or Proxy Mgr  
751 Griswold Street  
Detroit, MI 48226

Banc of America (0773)  
Attn: James Monahan or Proxy Mgr  
100w 33rd street 3rd floor  
New York, NY 10001

Bank of New York Mellon (0901)  
Attn: Mickey Jimenez or Proxy Mgr  
One Wall Street  
6th Floor  
New York, NY 10286

Bank of New York Mellon (0954)  
Attn: Susan Karafa or Proxy Mgr  
525 William Penn Place  
Suite 3418  
Pittsburgh, PA 15259

Barclays Capital (7256)  
Attn: Nellie Foo or Proxy Mgr  
200 Cedar Knolls Road  
Whippany, NJ 07981

Barclays Capital Inc (5101)  
Attn: John Clifford or Proxy Mgr  
222 Broadway  
New York, NY 10038

Barclays Capital Inc./ LE (0229)  
Attn: Giovanna Laurella or Proxy Mgr  
70 Hudson Street  
7th Floor  
Jersey City, NJ 07302

BMO Nesbitt Burns Inc\*\* (5043)  
Attn: Louise Torangeau or Proxy Mgr  
1 First Canadian Place 13th Fl  
PO Box 150  
Toronto, ON M5X 1H3  
Canada

BNP Paribas Prime Brkr.(2154)  
Attn: Gene Banfi or Proxy Mgr  
787 7th Avenue  
8th Floor  
New York, NY 10019

BONYMellon / DBAG London (2485)  
Attn: Donna Steinman or Proxy Mgr  
One Wall Street  
New York, NY 10286

Broadridge  
Attn: Job # Y46922  
51 Mercedes Way  
Edgewood, NY 11717

Brown Bros. Harriman (0010)  
Attn: Paul Nonnon or Proxy Mgr  
525 Washington Blvd  
New Port Towers  
Jersey City, NJ 07310-1607

CDS Clearing & Depository (5099)  
Attn: Loretta Verelli or Proxy Mgr  
600 Boul de Maisonneuve  
Ouest Bureau 210  
Montreal, QC H3A 3J2  
Canada

Charles Schwab & Co., Inc. (0164)  
Attn: Proxy Mgr  
211 Main Street  
San Francisco, CA 94105

Citibank, N.A. (0908)  
Attn: Carolyn Trebus or Proxy Mgr.  
3800 Citibank Center - B3-12  
Tampa, FL 33610

Citigroup Global / Salomon Bros (0274)  
Attn: Pat Haller or Proxy Mgr  
333 West 34th Street  
5th Fl  
New York, NY 10001

Citigroup Global Markets Inc. (0418)  
Attn: Pat Haller or Proxy Mgr  
333 West 34th Street  
5th Fl  
New York, NY 10001

Clearview Correspondents, LLC (0702)  
Attn: Linda Miller or Proxy Mgr  
8006 Discovery Drive  
Richmond, VA 23229

Credit Suisse Sec(USA) LLC (0355)  
Attn: Lily Arturo or Proxy Mgr  
c/o Proxy Dept  
7033 Louis Stephens Dr  
Research Triangle Park, NC 27709

Crowell, Weedon & Co. (0574)  
Attn: George Lewis or Proxy Mgr  
624 S Grand Avenue 25th Floor  
Los Angeles, CA 90017

D. A. Davidson & Co. (0361)  
Attn: Rita Linskey or Proxy Mgr  
8 Third Street North  
P.O. Box 5015  
Great Falls, MT 59403

Depository Trust Co  
Attn: Ed Haiduk  
55 Water Street  
25th Floor  
New York, NY 10004

Depository Trust Co  
Attn: Horace Daley  
55 Water Street  
25th Floor  
New York, NY 10004

Deseret Trust Co (0958)  
Attn: Kellie Bridge or Proxy Mgr  
10 East South Temple Suite 470  
Salt Lake City, UT 84133

Deutsche Bank Sec (0573)  
Attn: Ray Conte or Proxy Mgr  
1251 Avenue of the Americas  
New York, NY 10020

E\*Trade Clearing LLC (0385)  
Attn: Matthew Friefeld or Proxy Mgr  
1981 Marcus Avenue  
1st Floor  
Lake Success, NY 11042

Edward D. Jones & Co. (0057)  
Attn: Cheryl Boseman or Proxy Mgr  
700 Maryville Center Drive  
St Louis, MO 63141

Fiduciary SSB (0987)  
Attn: Amanda Banta or Proxy Mgr  
Corp Actions - JAB5E  
1776 Heritage Drive  
North Quincy, MA 02171

Fifth Third Bank (2116)  
Attn: Eric Armstrong or Proxy Mgr  
5001 Kingsley Drive  
Mail Drop 1M0B2D  
Cincinnati, OH 45227

First Clearing, LLC (0141)  
Attn: LaChrissa Bird or Proxy Mgr  
2801 Market St.  
MO 3540  
St. Louis, MO 63103

Glenmede Trust Co (2139)  
Attn: Darlene Warren or Proxy Mgr  
One Liberty Place Ste 1200  
1650 Market Street  
Philadelphia, PA 19103

Global Securities/CDS (5069)  
Attn: Joya Baba or Proxy Mgr  
3 Bentall Centre  
595 Burrard St, 11th Floor  
Vancouver, BC V7X 1C4  
Canada

Goldman Sachs (0501)  
Attn: Vanessa Camardo or Proxy Mgr  
30 Hudson Street  
Proxy Department  
Jersey City, NJ 07302

Goldman, Sachs & Co. (0005)  
Attn: Vanessa Camardo or Proxy Mgr  
30 Hudson Street  
Proxy Department  
Jersey City, NJ 07302

Huntington National Bank (2305)  
Attn: Tina Mox or Proxy Mgr  
7 Easton Oval - EA4 E78  
Columbus, OH 43219

ICAP Corporates (0148)  
Attn: Thomas Deehan or Proxy Mgr  
111 Pavonia Ave  
10th Fl  
Jersey City, NJ 07310

Ingalls & Snyder, LLC (0124)  
Attn: Michael Scura or Proxy Mgr  
61 Broadway  
New York, NY 10006

Interactive Brokers Retail Equity (0534)  
Attn: Maria Tardio or Proxy Mgr  
1 Pickwick Plaza  
Greenwich, CT 06830

Janney Montgomery Scott LLC (0374)  
Attn: Regina Lutz or Proxy Mgr  
1801 Market Street 9th Floor  
Philadelphia, PA 19103

Jefferies & Company, Inc. (0019)  
Attn: Charles Errigo or Proxy Mgr  
HARBORSIDE FINANCIAL CENTER  
705 PLAZA 3  
JERSEY CITY, NJ 07311

JJB Hilliard, WL Lyons (0768)  
Attn: c/o ADP Proxy Services  
51 Mercedes Way  
Edgewood, NY 11717

JPMCH/RBS (2230)  
Attn: Georgia Stanback or Proxy Mgr  
4 New York Plaza  
21st Floor  
New York, NY 10004

JPMorgan Chase Bank, NA (0902)  
Attn: Jacob Back or Proxy Mgr  
14201 Dallas Parkway  
12th Floor  
Dallas, TX 75254

JPMorgan Chase Bank/PCS (2255)  
Attn: Chris Buck or Proxy Mgr  
340 South Cleveland Ave  
Bldg 350  
Westerville, OH 43081

JPMorgan Chase/JPMorgan Intl (2035)  
Attn: Georgia Stanback or Proxy Mgr  
4 New York Plaza  
11th Floor  
New York, NY 10004

JPMorgan Chase/RBS (2038)  
Attn: Georgia Stanback or Proxy Mgr  
4 New York Plaza  
21st Floor  
New York, NY 10004

JPMorgan Clearing Corp. (0352)  
Attn: Vincent Marzella or Proxy Mgr  
Dept C, Cashiers Department  
1 Metrotech Ctr North, Proxy Dept 4th Floor  
Brooklyn, NY 11201-3862

JPMorgan Correspondence Clrg (2164)  
Attn: Arthur Daniel or Proxy Mgr  
Proxy Services  
14201 Dallas Pkwy, Ste 121  
Dallas, TX 75254

JPMorgan Securities/Fixed (0187)  
Attn: John Halloran or Proxy Mgr  
500 Stanton Christiana Road  
Ops 4th Floor  
Newark, DE 19713-2107

Lehman Brothers, Inc. (0074)  
Attn: Phillip Franchini or Proxy Mgr  
Proxy  
70 Hudson  
Jersey City, NJ 07302

LPL Financial Corporation (0075)  
Attn: Martha Strahan or Proxy Mgr  
9785 Towne Centre Drive  
San Diego, CA 92121-1968

Manufacturers & Traders Trust Co (0990)  
Attn: Megan Richardson or Proxy Mgr  
One M&T Plaza  
Buffalo, NY 14240

Marshall & Ilsley (0992)  
Attn: c/o ADP Proxy Services  
51 Mercedes Way  
Edgewood, NY 11717

Merrill Lynch, PFS (0161)  
Attn: Robert Burke or Proxy Mgr  
c/o Tritech Services 4 Corporate Place  
Corporate Park 287  
Piscataway, NJ 08854

Merrill Lynch, PFS (5198)  
Attn: Veronica O'Neill or Proxy Mgr  
101 Hudson Street  
8th Floor  
Jersey City, NJ 07302

Mesirow Financial (0727)  
Attn: Gail Cortese or Proxy Mgr  
350 N Clark Street  
2nd Floor  
Chicago, IL 60610

Morgan Stanley (0015)  
Attn: David Safran or Proxy Mgr  
601 Harborside Financial Center  
Plaza 3, 6th Floor  
Jersey City, NJ 07311

Morgan Stanley (0050)  
Attn: Michelle Ford or Proxy Mgr  
901 South Bond St  
6th Floor  
Baltimore, MD 21231

Morgan, Keegan & Co (0780)  
Attn: Carol Antley or Proxy Mgr  
50 North Front Street  
Memphis, TN 38103

Murphy & Durieu (0041)  
Attn: James Goldin or Proxy Mgr  
120 Broadway  
New York, NY 10271

National Financial Services LLC (0226)  
Attn: Lou Trezza or Proxy Mgr  
1 World Financial Center  
200 Liberty Street, 5th Floor  
New York, NY 10281

Northern Trust Company (2669)  
Attn: Robert Valentin or Proxy Mgr  
801 S Canal Street  
Proxy Dept Floor C1N  
Chicago, IL 60607

Oppenheimer & Co. Inc. (0571)  
Attn: Joe Calder or Proxy Mgr  
125 Broad Street  
15th Floor  
New York, NY 10004

Optionsxpress, Inc. (0338)  
Attn: Rich Drinh or Proxy Mgr  
311 W. Monroe Street  
Chicago, IL 60606

Penson Financial Services (0234)  
Attn: James McGrath or Proxy Mgr  
1700 Pacific Avenue  
Suite 1400  
Dallas, TX 75201

Perelman/Carley & Assoc. (8086)  
Attn: Steve Perelman Prince or Proxy Mgr  
Twin Towers  
3000 Farnam St  
Omaha, NE 68131

Pershing LLC (0443)  
Attn: Al Hernandez or Proxy Mgr  
Securities Corporation  
1 Pershing Plaza  
Jersey City, NJ 07399

PNC Bank, National (2616)  
Attn: Rob Hallowell or Proxy Mgr  
8800 Tinicum Blvd  
Philadelphia, PA 19153

Primevest Financial Services (0701)  
Attn: Mark Schouviller or Proxy Mgr  
400 1st Street South  
St Cloud, MN 56301

Raymond, James (0725)  
Attn: Mike Dillard or Proxy Mgr  
880 Carilion Parkway  
PO Box 12749  
St Petersburg, FL 33716

RBC Capital Markets Corp (0235)  
Attn: Steve Schaefer or Proxy Mgr  
510 Marquette Avenue South  
Minneapolis, MN 55402

Reliance Trust Co (5962)  
Attn: Aaron Spivey or Proxy Mgr  
3300 Northeast Expressway Bldg 1  
Suite 200  
Atlanta, GA 30341

Ridge Clearing (0158)  
Attn: Matthew Friefeld or Proxy Mgr  
1981 Marcus Avenue  
1st Floor  
Lake Success, NY 11042

Robert W Baird & Co Inc (0547)  
Attn: Sara Blankenheim or Proxy Mgr  
777 E. Wisconsin Avenue  
Milwaukee, WI 53202

Sanford C Bernstein (0013)  
Attn: Carmine Carella or Proxy Mgr  
One North Lexington Ave  
White Plains, NY 10601

Scotia Capital Inc.\*\* (5011)  
Attn: Evelyn Pande or Proxy Mgr  
Scotia Plaza, PO Box 4085  
Station "A"  
Toronto, ON M5W 2X6  
Canada

Scottrade, Inc. (0705)  
Attn: Terri Losche or Proxy Mgr  
12855 Flushing Meadows Dr  
St. Louis, MO 63131

SEI Private Trust Co (2039)  
Attn: Dan Cwalina or Proxy Mgr  
One Freedom Valley Drive  
Oaks, PA 19456

Southwest Securities (0279)  
Attn: Christina Finzen or Proxy Mgr  
1201 Elm Street  
Suite 3700  
Dallas, TX 75270

State Street Bank & Trust Co (0997)  
Attn: Amanda Banta or Proxy Mgr  
Corp Actions - JAB5E  
1776 Heritage Drive  
North Quincy, MA 02171

Stephens Inc (0419)  
Attn: Linda Thompson or Proxy Mgr  
111 Center Street  
4th Floor  
Little Rock, AR 72201-4402

Sterne, Agee & Leach (0750)  
Attn: Maribeth Williams or Proxy Mgr  
813 Shadys Creek Parkway  
Suite 100-B  
Birmingham, AL 35242

Stifel, Nicolaus & Co (0793)  
Attn: Chris Wiegand or Proxy Mgr  
501 N Broadway  
St Louis, MO 63102

Suntrust Bank (2971)  
Attn: Julia Colantuono or Proxy Mgr  
PO Box 105504  
Center 3141  
Atlanta, GA 30348-5504

TD Ameritrade Clearing, Inc. (0188)  
Attn: Gary Swain or Proxy Mgr  
1005 North Ameritrade Place  
Bellview, NE 68005

TD Waterhouse Canada\*\* (5036)  
Attn: Beverly Adams or Proxy Mgr  
60 North Windplace  
Scarborough, ON M1S 5L4  
Canada

Terra Nova Financial (0364)  
Attn: Ray Burley or Proxy Mgr  
100 S Wacker Drive  
Suite 1550  
Chicago, IL 60606

UBS AG Stamford Branch (2507)  
Attn: Michael Marciano or Proxy Mgr  
677 Washington Blvd  
9th Floor  
Stamford, CT 06901

UBS Financial Services Inc. (0221)  
Attn: Jane Flood or Proxy Mgr  
Proxy Dept 7th Floor  
1000 Harbor Blvd  
Weehawken, NJ 07087

UBS Securities Lending (5284)  
Attn: Joseph Somma or Proxy Mgr  
677 Washington Blvd  
Stamford, CT 06902

UBS Securities LLC (0642)  
Attn: John Malloy or Proxy Mgr  
480 Washington Blvd  
Jersey City, NJ 07310

UMB Bank, NA (2450)  
Attn: Jan Guzman or Proxy Mgr  
928 Grand Blvd  
Kansas City, MO 64106

Union Bank of California, N.A. (2145)  
Attn: Alan Hicklin or Proxy Mgr  
530 B Street  
Suite 242  
San Diego, CA 92101

US Bancorp Investments (0280)  
Attn: Kathy Dabruzzi or Proxy Mgr  
60 Livingston Ave  
EP-MN-WN2H  
St Paul, MN 55107-1419

USAA Investment Mgt. (0367)  
Attn: Joseph Ballesteros or Proxy Mgr  
9800 Fredrickburg Road  
San Antonio, TX 78211

Vanguard Marketing Corp (0062)  
Attn: Kevin Scully or Proxy  
100 Vanguard Blvd  
Malvern, PA 19355

Wells Fargo Bank, NA (2027)  
Attn: Janet Buechler or Proxy Mgr  
733 Marquette Avenue  
MAC N9306-057, 5th Floor  
Minneapolis, MN 55479

Wells Fargo Investments, LLC (0733)  
Attn: Colleen Grundtner or Proxy Mgr  
625 Marquette Avenue  
13th Floor  
Minneapolis, MN 55402-2308

ZIV Investment (8082)  
Attn: James M Griegel or Proxy Mgr  
141 W Jackson Blvd  
Chicago, IL 60604

**Exhibit C**

No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x -----

In re	Chapter 11
DELPHI CORPORATION, et al.,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

----- x -----

MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)

(Class C-1 General Unsecured Claims — 6 1/2% Notes due 2009, dated April 28, 1999)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 6 1/2% Notes due 2009, dated April 28, 1999 (the "Notes") of Delphi Corporation, Class C-1 General Unsecured Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold Notes, and take any action required to enable the Beneficial Owner to timely vote its Notes to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the Notes and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote the Notes, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-A**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 General Unsecured Claims—6 1/2% Notes due 2009, dated April 28, 1999, and certifies that the following Beneficial Owners of the Class C-1 Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its Notes and other Class C-1 securities to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of Notes	Principal Amount Of Notes <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS:</b>	\$	\$

Please note that each Beneficial Owner of Notes who votes must vote all the Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of Notes owned by the Beneficial Owner

<sup>1</sup>

To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-A**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1**

according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

Your Customer Name Or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Amount Of Other Class C-1 Securities Voted	Type Of Other Class C-1 Securities Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

**MB-A**

CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number: \_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter: \_\_\_\_\_

(Print Or Type)

Social Security Or Federal Tax I.D. No.: \_\_\_\_\_

(Optional)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-A**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you return this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote the Notes**, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.

**2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold Notes, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package"), and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Notes and (z) forward the Master Ballots to the Securities Voting Agent.

**3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-A**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1**

**PLEASE NOTE:**

**No Ballot or Master Ballot constitutes or will be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Modified Plan.**

**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-A**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6 1/2% NOTES DUE 2009, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AB 1**

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No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x -----

In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x -----

**MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)**

(Class C-1 General Unsecured Claims — 7 1/8% Notes due 2029, dated April 28, 1999)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 7 1/8% Notes due 2029, dated April 28, 1999 (the "Notes") of Delphi Corporation, Class C-1 General Unsecured Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold Notes, and take any action required to enable the Beneficial Owner to timely vote its Notes to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the Notes and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote the Notes, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-B**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 General Unsecured Claims—7 1/8% Notes due 2029, dated April 28, 1999, and certifies that the following Beneficial Owners of the Class C-1 Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its Notes and other Class C-1 securities to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of Notes	Principal Amount Of Notes <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS:</b>	\$	\$

Please note that each Beneficial Owner of Notes who votes must vote all the Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of Notes owned by the Beneficial Owner.

<sup>1</sup>

To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-B**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9**

according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

Your Customer Name Or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Amount Of Other Class C-1 Securities Voted	Type Of Other Class C-1 Securities Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

**MB-B**

CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number: \_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter: \_\_\_\_\_

(Print Or Type)

Social Security Or Federal Tax I.D. No.: \_\_\_\_\_

(Optional)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-B**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you return this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of *any* Notes and you wish to vote the Notes, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.**

**2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold Notes, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package"), and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Notes and (z) forward the Master Ballots to the Securities Voting Agent.

**3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-B**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9**

**PLEASE NOTE:**

**No Ballot or Master Ballot constitutes or will be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Modified Plan.**

**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-B**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
7 1/8% NOTES DUE 2029, DATED APRIL 28, 1999  
MASTER  
CUSIP 247126 AC 9**

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No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

**MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)**

(Class C-1 General Unsecured Claims — 6.55% Notes due 2006, dated May 31, 2001)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 6.55% Notes due 2006, dated May 31, 2001 (the "Notes") of Delphi Corporation, Class C-1 General Unsecured Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold Notes, and take any action required to enable the Beneficial Owner to timely vote its Notes to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the Notes and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote the Notes, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 General Unsecured Claims—6.55% Notes due 2006, dated May 31, 2001, and certifies that the following Beneficial Owners of the Class C-1 Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its Notes and other Class C-1 securities to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of Notes	Principal Amount Of Notes <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS:</b>	\$	\$

<sup>1</sup>

To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

Please note that each Beneficial Owner of Notes who votes must vote all the Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of Notes owned by the Beneficial Owner according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

Your Customer Name Or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Amount Of Other Class C-1 Securities Voted	Type Of Other Class C-1 Securities Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number: \_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter: \_\_\_\_\_

(Print Or Type)

Social Security Or Federal Tax I.D. No.: \_\_\_\_\_

(Optional)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you return this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of *any* Notes and you wish to vote the Notes**, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.

**2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold Notes, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package"), and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Notes and (z) forward the Master Ballots to the Securities Voting Agent.

**3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

**PLEASE NOTE:**

**No Ballot or Master Ballot constitutes or will be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Modified Plan.**

**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-C**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.55% NOTES DUE 2006, DATED MAY 31, 2001  
MASTER  
CUSIP 247126 AD 7**

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No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x -----

In re	Chapter 11
DELPHI CORPORATION, et al.,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

----- x -----

MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)

(Class C-1 General Unsecured Claims — 6.50% Notes due 2013, dated July 22, 2003)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 6.50% Notes due 2013, dated July 22, 2003 (the "Notes") of Delphi Corporation, Class C-1 General Unsecured Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold Notes, and take any action required to enable the Beneficial Owner to timely vote its Notes to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the Notes and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any Notes and you wish to vote the Notes, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of Notes listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of Notes listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the Notes described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 General Unsecured Claims—6.50% Notes due 2013, dated July 22, 2003, and certifies that the following Beneficial Owners of the Class C-1 Notes, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate principal amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its Notes and other Class C-1 securities to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of Notes	Principal Amount Of Notes <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
<b>TOTALS:</b>	\$	\$

Please note that each Beneficial Owner of Notes who votes must vote all the Notes owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of Notes owned by the Beneficial Owner.

<sup>1</sup> To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

Your Customer Name Or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Amount Of Other Class C-1 Securities Voted	Type Of Other Class C-1 Securities Voted
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number: \_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter: \_\_\_\_\_

(Print Or Type)

Social Security Or Federal Tax I.D. No.: \_\_\_\_\_

(Optional)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you return this Master Ballot. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of *any* Notes and you wish to vote the Notes, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.**

**2. If you are transmitting the votes of any Beneficial Owners of Notes other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold Notes, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package"), and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the Notes for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold Notes and (z) forward the Master Ballots to the Securities Voting Agent.

**3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the Notes held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting Notes. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

**PLEASE NOTE:**

**No Ballot or Master Ballot constitutes or will be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Modified Plan.**

**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-D**

**CLASS C-1 GENERAL UNSECURED CLAIMS  
6.50% NOTES DUE 2013, DATED JULY 22, 2003  
MASTER  
CUSIP 247126 AE 5**

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No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x -----

In re	Chapter 11
DELPHI CORPORATION, et al.,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

----- x -----

MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)

(Class C-1 TOPrS Claim — 8 1/4% Adjustable Rate Junior Subordinated Note, Due 2033)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 8 1/4% Adjustable Rate Junior Subordinated Notes, Due 2033 (the "TOPrS") of Delphi Corporation, Class C-1 TOPrS Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold TOPrS, and take any action required to enable the Beneficial Owner to timely vote its TOPrS to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the TOPrS and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any TOPrS and you wish to vote the TOPrS, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-E**

**CLASS C-1 TOPrS CLAIMS  
8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AF 2**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of TOPrS listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of TOPrS listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of TOPrS listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the TOPrS described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 TOPrS Claim—8 1/4% Adjustable Rate Junior Subordinated Note, Due 2033, and certifies that the following Beneficial Owners of the Class C-1 TOPrS, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its TOPrS to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of TOPrS	Amount Of TOPrS <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
<b>TOTALS:</b>		

Please note that each Beneficial Owner of TOPrS who votes must vote all the TOPrS owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of TOPrS owned by the Beneficial Owner

<sup>1</sup>

To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-E**

**CLASS C-1 TOPrS CLAIMS  
8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AF 2**

according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

<b>Your Customer Name Or Account Number For Each Beneficial Owner</b>	<b>TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT</b>			
	<b>Name Of Holder</b>	<b>Account Number</b>	<b>Amount Of Other Class C-1 Securities Voted</b>	<b>Type Of Other Class C-1 Securities Voted</b>
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

**MB-E**

**CLASS C-1 TOPrS CLAIMS**  
**8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033**  
**MASTER**  
**CUSIP 247126 AF 2**

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number:\_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter:\_\_\_\_\_

(Print Or Type)

Social Security Or Federal Tax I.D. No.:\_\_\_\_\_

(Optional)

Signature:\_\_\_\_\_

Title:\_\_\_\_\_

Address:\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Phone Number:\_\_\_\_\_

Date Completed:\_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be received by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-E**

**CLASS C-1 TOPrS CLAIMS  
8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AF 2**

#### INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

#### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

#### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of any TOPrS and you wish to vote such TOPrS, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.**

**2. If you are transmitting the votes of any Beneficial Owners of TOPrS other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold TOPrS, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(b) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the TOPrS voted, the amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the TOPrS for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

#### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold TOPrS and (z) forward the Master Ballots to the Securities Voting Agent.

**3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the TOPrS held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting TOPrS. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-E**

**CLASS C-1 TOPrS CLAIMS  
8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AF 2**

**PLEASE NOTE:**

**No Ballot or Master Ballot constitutes or will be deemed to constitute (a) a proof of claim or equity interest or (b) an admission by the Debtors of the nature, validity, or amount of any claim or equity interest.**

**This Master Ballot is *not* a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Modified Plan.**

**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-E**

**CLASS C-1 TOPrS CLAIMS  
8 1/4% ADJUSTABLE RATE JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AF 2**

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No Person Has Been Authorized To Give Any Information Or Advice, Or To Make  
Any Representation, Other Than What Is Contained In The Materials Mailed With  
This Ballot Or Other Materials Authorized By The Court

**DELPHI**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x -----

In re	Chapter 11
DELPHI CORPORATION, et al.,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)

----- x -----

MASTER BALLOT FOR ACCEPTING OR REJECTING FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)

(Class C-1 TOPrS Claim — 6.197% Junior Subordinated Note, Due 2033)

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009.  
For the votes of your Beneficial Owners to be counted, your Master Ballot  
must be *received* by the Securities Voting Agent before the Voting Deadline.**

On June 16, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order which, among other things, (i) approved solicitation with respect to modifications to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, as modified (the "Modified Plan") filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), (ii) approved a supplement to the disclosure statement approved by the Bankruptcy Court on December 10, 2007 (the "Supplement"), and (iii) set a final hearing date to consider approval of the Modified Plan (the "Modification Procedures Order") (Docket No. 17032). This master ballot (the "Master Ballot") is to be used by you—as a bank, broker, or other nominee; or as the agent of a bank, broker, or other nominee (each of the foregoing, a "Nominee"); or as the proxy holder of a Nominee or beneficial owner—for beneficial owners (the "Beneficial Owners") of the 6.197% Junior Subordinated Notes, Due 2033 (the "TOPrS") of Delphi Corporation, Class C-1 TOPrS Claims under the Modified Plan, to transmit to the Securities Voting Agent the votes of the Beneficial Owners to accept or reject the Modified Plan. The Modified Plan is described in, and annexed as Exhibit A to, the Supplement which accompanies this Master Ballot. Before you transmit the votes of your Beneficial Owners, please review the Supplement carefully, particularly the voting procedures described in Section XI—Voting Requirements. The Modified Plan can be approved by the Bankruptcy Court and thereby made binding on creditors and interest holders if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of the allowed claims in each class of claims entitled to vote on the Modified Plan that actually vote on the Modified Plan. If any class of claims or interests rejects the Modified Plan or is deemed to reject the Modified Plan, the Bankruptcy Court may nevertheless approve the Modified Plan if the Bankruptcy Court finds that the Modified Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it, and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you voted on the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, your prior vote will not be counted in connection with the Modified Plan. To have your vote count, you must timely complete and return this Ballot.

You are required to deliver Beneficial Owner ballots (each a "Beneficial Owner Ballot") to each Beneficial Owner for whom you hold TOPrS, and take any action required to enable the Beneficial Owner to timely vote its TOPrS to accept or reject the Modified Plan. With regard to any Beneficial Owner Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold the TOPrS and (2) forward the Master Ballots to the Securities Voting Agent. If you are both the registered or record holder and Beneficial Owner of any TOPrS and you wish to vote the TOPrS, you may return a Beneficial Owner Ballot or a Master Ballot.

**Please read and follow the attached instructions carefully. Complete, sign, and date this Master Ballot and return it so that it is received by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"), by Financial Balloting Group (the "Securities Voting Agent"), 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation. If this Master Ballot is not completed, signed, and timely received by the Voting Deadline, the votes transmitted hereby will *not* be counted.**

**MB-F**

**CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0**

**Item 1. Certification Of Authority To Vote.** The undersigned certifies that as of the June 8, 2009 voting record date, the undersigned (please check applicable box):

- Was a bank, broker, or other nominee for the Beneficial Owners of the aggregate amount of TOPrS listed in Item 2 below, and is the registered or record holder of the securities, or
- Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other nominee that is the registered or record holder of the aggregate amount of TOPrS listed in Item 2 below, or
- Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other nominee, or a Beneficial Owner, that is the registered or record holder of the aggregate amount of TOPrS listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Modified Plan on behalf of the Beneficial Owners of the TOPrS described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of Beneficial Owners in respect of their Class C-1 TOPrS Claim—6.197% Junior Subordinated Note, Due 2033, and certifies that the following Beneficial Owners of the Class C-1 TOPrS, as identified by their respective customer account numbers set forth below, are Beneficial Owners of those securities as of the June 8, 2009 record date and have delivered to the undersigned, as Nominee, Ballots casting such votes. Indicate, in the appropriate column, the aggregate amount voted for each account, or attach such information to this Master Ballot, in the form of the following table. Please note that each Beneficial Owner must vote all of his, her, or its TOPrS to accept or reject the Modified Plan and may not split the vote. In addition, this Master Ballot must be received by Financial Balloting Group, the Securities Voting Agent, by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 or the votes listed below will not be counted:

Customer Name Or Account Number For Each Beneficial Owner Of TOPrS	Amount Of TOPrS <sup>1</sup>	
	To Accept (Vote For) The Modified Plan	To Reject (Vote Against) The Modified Plan
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
<b>TOTALS:</b>		

Please note that each Beneficial Owner of TOPrS who votes must vote all the TOPrS owned by such Beneficial Owner. For purposes of tabulating the vote, each Beneficial Owner who votes should be deemed to have voted the full amount of TOPrS owned by the Beneficial Owner

<sup>1</sup> To vote on the Modified Plan, the Beneficial Owner must have checked a box in Item 2 to ACCEPT or REJECT the Modified Plan on the Beneficial Owner Ballot. Accordingly, if the Beneficial Owner did not check a box in Item 2 on the Beneficial Owner Ballot, do not enter any vote in this column.

**MB-F**

**CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0**

according to your records. A Beneficial Owner may not split the vote and, accordingly, a Beneficial Owner Ballot received from a Beneficial Owner that partially accepts and partially rejects the Modified Plan may not be counted.

**Item 3. Additional Ballots Submitted By Beneficial Owners.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Beneficial Owner Ballot received from a Beneficial Owner:

Your Customer Name Or Account Number For Each Beneficial Owner	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL OWNER BALLOT			
	Name Of Holder	Account Number	Amount Of Other Class C-1 Securities Voted	Type Of Other Class C-1 Securities Voted
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

**MB-F**

CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0

**Item 4.** By signing this Master Ballot, the undersigned certifies that each Beneficial Owner of Notes whose votes are being transmitted by this Master Ballot has received copies of the Supplement (including the exhibits thereto) and understands that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement. The undersigned also acknowledges that the solicitation of votes to accept or reject the Modified Plan is subject to all the terms and conditions set forth in the Supplement.

Name Of Bank, Broker, Or Other Nominee:

\_\_\_\_\_  
(Print Or Type)

Participant Number: \_\_\_\_\_

Name Of Proxy Holder Or Agent For Bank,  
Broker, Or Other Nominee (if applicable):

\_\_\_\_\_  
(Print Or Type)

Name Of Voter: \_\_\_\_\_  
(Print Or Type)

Social Security Or Federal Tax I.D. No.: \_\_\_\_\_  
(Optional)

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Phone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

#### VOTING DEADLINE

**The Voting Deadline is 7:00 p.m. (prevailing Eastern time) on July 15, 2009. For the votes of your Beneficial Owners to be counted, your Master Ballot must be *received* by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation, before the Voting Deadline or your customers' votes will not be counted.**

#### ADDITIONAL INFORMATION

**If you have any questions regarding this Master Ballot or the voting procedures, or if you need additional copies of the Master Ballot, the Beneficial Owner Ballot, or the other enclosed materials, please call the Securities Voting Agent, Financial Balloting Group, at (646) 282-1800.**

**MB-F**

**CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Delphi Corporation and certain of its subsidiaries (collectively, the "Debtors") are soliciting the votes of their respective noteholders, and certain other creditors on their proposed Modified Plan, described in and annexed as Exhibit A to the Supplement accompanying this Master Ballot. Please review the Supplement and Modified Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Modified Plan.

### VOTING DEADLINE:

To have the votes of your customers count, you must complete, sign, and return this Master Ballot so that it is RECEIVED by the Securities Voting Agent, Financial Balloting Group, 757 Third Avenue—3rd Floor, New York, New York 10017, Att'n: Delphi Ballot Tabulation by 7:00 p.m. (prevailing Eastern time) on July 15, 2009 (the "Voting Deadline"). **Unsigned Master Ballots will not be counted.**

### HOW TO VOTE:

**1. If you are both the registered or record holder and Beneficial Owner of any TOPrS and you wish to vote such TOPrS, you may complete, execute, and return to the Securities Voting Agent a Beneficial Owner Ballot or a Master Ballot.**

**2. If you are transmitting the votes of any Beneficial Owners of TOPrS other than yourself, you may either:**

(a) deliver the Beneficial Owner Ballot to each Beneficial Owner for whom you hold TOPrS, along with the Supplement and other materials requested to be forwarded (collectively, the "Solicitation Package") and take any action required to enable each Beneficial Owner to (i) complete and execute that Ballot voting to accept or reject the Modified Plan and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Securities Voting Agent before the Voting Deadline;

*OR*

(ii) prevalidate the Beneficial Owner Ballot contained in the Solicitation Package (by signing that Ballot and by indicating on that Ballot the record holder of the TOPrS voted, the amount, and the appropriate account numbers through which the Beneficial Owner's holdings are derived) and then forward the Solicitation Package to the Beneficial Owner of the TOPrS for voting so that the Beneficial Owner may return the completed Ballot directly to the Securities Voting Agent in the return envelope provided in the Solicitation Package.

### **The Solicitation Package Must Not Be Forwarded To Any Person Or Entity Other Than The Beneficial Owners Or Their Intermediaries**

With regard to any Beneficial Owner Ballots returned to you, you must (y) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Owner Ballots by the Beneficial Owners for whom you hold TOPrS and (z) forward the Master Ballots to the Securities Voting Agent.

### **3. To complete the Master Ballot properly, take the following steps:**

(a) Provide appropriate information for each of the items on the Master Ballot. Vote to accept (vote for) or reject (vote against) the Modified Plan in Item 2 for the TOPrS held by you as the Nominee or proxy holder on behalf of the Nominee or the Beneficial Owners. Please provide information for each individual Beneficial Owner for whom you are voting TOPrS. If you are unable to disclose the identity of the Beneficial Owners, please use the customer account number assigned by you to each Beneficial Owner or, if no customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Owner and its, his, or her assigned sequential number).

(b) Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each Beneficial Owner in each completed Beneficial Owner Ballot relating to other Class C-1 securities voted.

(c) Read Item 4 carefully.

(d) Sign and date your Master Ballot.

(e) Provide your name and mailing address.

(f) Deliver your Master Ballot to the Securities Voting Agent before the Voting Deadline.

**MB-F**

**CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0**

**PLEASE NOTE:**

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**Nothing contained herein or in the enclosed documents constitutes you or any other person an agent of the Debtors or the Securities Voting Agent, or authorizes you or any other person to use any document or make any statements on behalf of any of them with respect to the Modified Plan, except for the statements contained in the documents enclosed herewith.**

**MB-F**

**CLASS C-1 TOPrS CLAIMS  
6.197% JUNIOR SUBORDINATED NOTE, DUE 2033  
MASTER  
CUSIP 247126 AG 0**

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**Exhibit D**

## Financial Balloting Group LLC

### M E M O R A N D U M

**TO:** All Banks, Brokers and Other Intermediaries

**DATE:** June 25, 2009

**SUBJECT:** Delphi Corporation, et al.  
Case No. 05-44481

RECORD DATE:  
June 8, 2009

VOTING DEADLINE:  
July 15, 2009

<b>Cusips</b>	<b>Broadridge Job #</b>
247126 AB 1	
247126 AC 9	
247126 AD 7	
247126 AE 5	
247126 AF 2	Y46922
247126 AG 0	

With this cover memo we are providing you with the following Master Ballots:

<b>Cusip</b>	<b>Ballot Code Left Footer</b>	<b>Color</b>
247126 AB 1	MB - A	Salmon
247126 AC 9	MB - B	Blue
247126 AD 7	MB - C	Green
247126 AE 5	MB - D	Beige
247126 AF 2	MB - E	Lavender
247126 AG 0	MB - F	Ecru

Please note if you use Broadridge Financial you may regard these enclosures as courtesy copies for your records.

Should you require additional copies of the enclosed materials, please contact one of the following:

[Lmerino@fbgllc.com](mailto:Lmerino@fbgllc.com) or [Sgoodpaster@fbgllc.com](mailto:Sgoodpaster@fbgllc.com)

Invoices regarding distribution of the above materials should be directed to:

Financial Balloting Group, LLC  
757 Third Avenue, 3<sup>rd</sup> Floor  
New York, NY 10017  
Attn: Stephenie Kjontvedt